

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

ION MEDIA NETWORKS, INC., *et al.*,

Reorganized Debtors.

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Chapter 11

Case No. 09-13125 (JMP)

Jointly Administered

K&E 16396069.4

**FINAL ORDER GRANTING APPLICATIONS OF  
RETAINED PROFESSIONALS FOR ALLOWANCE  
OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon the hearing held on March 9, 2010, to consider the applications (the “*Applications*”) filed by the professionals (the “*Professionals*”) listed on **Exhibit A**, **Exhibit B** and **Exhibit C** attached hereto and retained in the chapter 11 cases of ION Media Networks, Inc. (“*ION*”) and its debtor affiliates, (collectively, the “*Debtors*”),<sup>1</sup> seeking final allowance of compensation for professional services and reimbursement of actual and necessary expenses incurred for the period from May 19, 2009 through December 3, 2009; and the Court having considered the Amended Guidelines for Fees and Disbursements for Professionals in the

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The Debtors in these chapter 11 cases are: ION Media Networks, Inc.; America 51, L.P.; ION Media Akron License, Inc.; ION Media Albany License, Inc.; ION Media Atlanta License, Inc.; ION Media Battle Creek License, Inc.; ION Media Boston License, Inc.; ION Media Brunswick License, Inc.; ION Media Buffalo License, Inc.; ION Media Charleston License, Inc.; ION Media Chicago License, Inc.; ION Media Dallas License, Inc.; ION Media Denver License, Inc.; ION Media Des Moines License, Inc.; ION Media Entertainment, Inc.; ION Media Greensboro License, Inc.; ION Media Greenville License, Inc.; ION Media Hartford License, Inc.; ION Media Hawaii License, Inc.; ION Media Hits, Inc.; ION Media Holdings, Inc.; ION Media Houston License, Inc.; ION Media Indianapolis License, Inc.; ION Media Jacksonville License, Inc.; ION Media Kansas City License, Inc.; ION Media Knoxville License, Inc.; ION Media Lexington License, Inc.; ION Media License Company, LLC; ION Media Los Angeles License, Inc.; ION Media LPTV, Inc.; ION Media Management Company; ION Media Martinsburg License, Inc.; ION Media Memphis License, Inc.; ION Media Milwaukee License, Inc.; ION Media Minneapolis License, Inc.; ION Media New Orleans License, Inc.; ION Media of Akron, Inc.; ION Media of Albany, Inc.; ION Media of Atlanta, Inc.; ION Media of Battle Creek, Inc.; ION Media of Birmingham, Inc.; ION Media of Boston, Inc.; ION Media of Brunswick, Inc.; ION Media of Buffalo, Inc.; ION Media of Cedar Rapids, Inc.; ION Media of Charleston, Inc.; ION Media of Chicago, Inc.; ION Media of Dallas, Inc.; ION Media of Denver, Inc.; ION Media of Des Moines, Inc.; ION Media of Detroit, Inc.; ION Media of Fayetteville, Inc.; ION Media of Greensboro, Inc.; ION Media of Greenville, Inc.; ION Media of Hartford, Inc.; ION Media of Honolulu, Inc.; ION Media of Houston, Inc.; ION Media of Indianapolis, Inc.; ION Media of Jacksonville, Inc.; ION Media of Kansas City, Inc.; ION Media of Knoxville, Inc.; ION Media of Lexington, Inc.; ION Media of Los Angeles, Inc.; ION Media of Louisville, Inc.; ION Media of Martinsburg, Inc.; ION Media of Memphis, Inc.; ION Media of Miami, Inc.; ION Media of Milwaukee, Inc.; ION Media of Minneapolis, Inc.; ION Media of Nashville, Inc.; ION Media of New Orleans, Inc.; ION Media of New York, Inc.; ION Media of Norfolk, Inc.; ION Media of Oklahoma City, Inc.; ION Media of Orlando, Inc.; ION Media of Philadelphia, Inc.; ION Media of Phoenix, Inc.; ION Media of Portland, Inc.; ION Media of Providence, Inc.; ION Media of Raleigh, Inc.; ION Media of Roanoke, Inc.; ION Media of Sacramento, Inc.; ION Media of Salt Lake City, Inc.; ION Media of San Antonio, Inc.; ION Media of San Jose, Inc.; ION Media of Scranton, Inc.; ION Media of Seattle, Inc.; ION Media of Spokane, Inc.; ION Media of Syracuse, Inc.; ION Media of Tampa, Inc.; ION Media of Tulsa, Inc.; ION Media of Washington, Inc.; ION Media of Wausau, Inc.; ION Media of West Palm Beach, Inc.; ION Media Oklahoma City License, Inc.; ION Media Orlando License, Inc.; ION Media Philadelphia License, Inc.; ION Media Portland License, Inc.; ION Media Publishing, Inc.; ION Media Raleigh License, Inc.; ION Media Sacramento License, Inc.; ION Media Salt Lake City License, Inc.; ION Media San Antonio License, Inc.; ION Media San Jose License, Inc.; ION Media Scranton License, Inc.; ION Media Songs, Inc.; ION Media Spokane License, Inc.; ION Media Syracuse License, Inc.; ION Media Television, Inc.; ION Media Tulsa License, Inc.; ION Media Washington License, Inc.; ION Media Wausau License, Inc.; ION Media West Palm Beach Holdings, Inc.; ION Media West Palm Beach License, Inc.; ION Television Net, Inc.; Ocean State Television, L.L.C.; and Open Mobile Ventures Corporation.

Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, and the Order Granting Debtors' Motion to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, dated June 25, 2009 (the "***Interim Compensation Order***"); and upon the Statement of No Objection of the United States Trustee Regarding Applications for Final Compensation, dated February 23, 2010 [Docket No. 530]; and the Court having jurisdiction to consider the Applications and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Applications has been given; and the Court having reviewed the Applications; and the Court having determined that the relief requested in the Applications is in the best interests of the Debtors, their estates and their creditors; and upon the proceeding before the Court and good and sufficient cause appearing therefor, it is hereby ORDERED that:

The Applications, as described on **Exhibit A**, **Exhibit B** and **Exhibit C** attached hereto, are hereby approved.

1. Compensation to the Professionals for professional services rendered during the time periods set forth in the Applications is hereby allowed on a final basis in the amounts set forth on **Exhibit A**, **Exhibit B** and **Exhibit C** in the column entitled "Fees Awarded."

2. Reimbursements to Professionals for expenses incurred during the time periods set forth in the Applications are hereby allowed on a final basis in the amounts set forth on **Exhibit A**, **Exhibit B** and **Exhibit C** in the column entitled "Expenses Awarded."

3. The Reorganized Debtors are authorized and ordered to pay each Professional the fees and expenses set forth on **Exhibit C** in the column entitled "Fees Held Back/Outstanding."

4. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Applications.

5. Notwithstanding the possible applicability of Rules 6004(h), 7062, and 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Applications in these chapter 11 cases, the terms of this Order shall govern.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York  
Date: March 9, 2010

/s/ James M. Peck  
United States Bankruptcy Judge



Case No.: 09-13125 (JMP)			
Case Name: ION Media Networks, Inc., <i>et al.</i>			
<b>TOTAL FEES REQUESTED FOR THE FIRST INTERIM PERIOD: MAY 19, 2009 THROUGH AUGUST 31, 2009</b>			

APPLICANT	DATE OF APPLICATION	APPLICATION PERIOD	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
Kirkland & Ellis LLP (Counsel to the Debtors)	10/13/2009 (Dkt. No. 325)	5/19/2009- 8/31/2009	\$1,867,728.00	\$1,852,728.00	\$63,288.30	\$59,162.00
Holland & Knight LLP (Corporate Counsel to the Debtors)	10/9/09 (Dkt. No. 311)	5/19/2009- 8/31/2009	\$461,925.00	\$461,925.00	\$12,968.32	\$12,968.32
Moelis and Company LLC (Financial Advisor and Investment Banker to the Debtors)	10/12/09 (Dkt. No. 314)	5/19/2009- 8/31/2009	\$1,025,000.00	\$1,025,000.00	\$54,684.60	\$47,584.60
Ernst & Young LLP (Tax Advisors to the Debtors)	10/13/09 (Dkt. No. 322)	5/19/2009- 8/31/2009	\$447,564.10	\$447,564.10	\$1,169.30	\$1,169.30
KPMG LLP (Accounting Advisors to the Debtors)	10/9/2009 (Dkt. No. 312)	6/26/2009- 8/31/2009	\$104,435.00	\$104,435.00	\$8,960.00	\$8,960.00
Lowenstein Sandler PC (Counsel to the Official Committee of Unsecured Creditors)	10/13/2009 (Dkt. No. 323)	5/19/2009- 8/31/2009	\$460,819.50	\$450,819.50	\$15,226.09	\$15,226.09
Chanin Captial Partners (Financial Advisor to Official Committee of Unsecured Creditors)	10/13/2009 (Dkt. No. 321)	5/19/2009- 8/31/2009	\$340,000.00	\$340,000.00	\$2,996.59	\$2,945.09

SCHEDULE A(1)

INITIALS: \_\_\_\_ (JMP)

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Case No.: 09-13125 (JMP)			
Case Name: ION Media Networks, Inc., <i>et al.</i>			
<b>TOTAL FEES REQUESTED FOR THE SECOND INTERIM PERIOD: SEPTEMBER 1, 2009 THROUGH DECEMBER 3, 2009</b>			

APPLICANT	DATE OF APPLICATION	APPLICATION PERIOD	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES ALLOWED
Kirkland & Ellis LLP (Counsel to the Debtors)	2/1/2010 (Dkt. No. 520)	9/1/2009-12/3/2009	\$1,270,767.50	\$1,270,767.50	\$93,952.10	\$93,952.10
Holland & Knight LLP (Corporate Counsel to the Debtors)	2/1/2010 (Dkt. No. 514)	9/1/2009-12/3/2009	\$323,815.00	\$323,815.00	\$13,716.94	\$13,716.94
Moelis and Company LLC (Financial Advisor and Investment Banker to the Debtors)	2/1/2010 (Dkt. No. 513)	9/1/2009-12/3/2009	\$4,375,806.45	\$4,375,806.45	\$11,050.82	\$11,050.82
Ernst & Young LLP (Tax Advisors to the Debtors)	2/1/2010 (Dkt. No. 515)	9/1/2009-12/3/2009	\$274,625.00	\$274,625.00	\$5,521.40	\$5,521.40
KPMG LLP (Accounting Advisors to the Debtors)	2/1/2010 (Dkt. No. 516)	9/1/2009-12/3/2009	\$247,907.00	\$247,907.00	\$1,666.00	\$1,666.00
Lowenstein Sandler PC (Counsel to the Official Committee of Unsecured Creditors)	2/1/2010 (Dkt. No. 519)	9/1/2009-12/3/2009	\$695,742.00	\$695,742.00	\$28,057.75	\$28,057.75
Chanin Captial Partners (Financial Advisor to Official Committee of Unsecured Creditors)	2/1/2010 (Dkt. No. 518)	9/1/2009-12/3/2009	\$606,451.63	\$606,451.63	\$4,332.52	\$4,332.52

SCHEDULE A(1)				INITIALS:(JMP) _____
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<sup>1</sup> Or as otherwise sought in the respective Application.



Case No.: 09-13125 (JMP)				
Case Name: ION Media Networks, Inc., <i>et al.</i>				
<b>TOTAL FEES REQUESTED FOR THE TOTAL COMPENSATION PERIOD: MAY 19, 2009 THROUGH DECEMBER 3, 2009</b>				

APPLICANT	DATE OF APPLICATION	APPLICATION PERIOD	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES ALLOWED	FEES HELD BACK/ OUTSTANDING	TOTAL TO BE PAID
Kirkland & Ellis LLP (Counsel to the Debtors)	2/1/2010 (Dkt. No. 520)	5/19/2009- 12/3//2009	\$3,123,495.50	\$3,123,495.50	\$153,114.10	\$153,114.10	\$490,869.96	\$3,276,609.60
Holland & Knight LLP (Corporate Counsel to the Debtors)	2/1/2010 (Dkt. No. 514)	5/19/2009- 12/3/2009	\$785,740.00	\$785,740.00	\$26,685.26	\$26,685.26	\$110,955.50	\$812,425.26
Moelis and Company LLC (Financial Advisor and Investment Banker to the Debtors)	2/1/2010 (Dkt. No. 513)	5/19/2009- 12/3/2009	\$5,400,806.45	\$5,400,806.45	\$58,634.82	\$58,634.82	\$157,500.00	\$5,459,441.27
Ernst & Young LLP (Tax Advisors to the Debtors)	2/1/2010 (Dkt. No. 515)	5/19/2009- 12/3/2009	\$722,189.10	\$722,189.10	\$6,690.70	\$6,690.70	\$99,681.41	\$728,879.80
KPMG LLP (Accounting Advisors to the Debtors)	2/1/2010 (Dkt. No. 516)	5/19/2009- 12/3/2009	\$352,342.00	\$352,342.00	\$10,626.00	\$10,626.00	\$206,129.60	\$362,968.00
Lowenstein Sandler PC (Counsel to the Official Committee of Unsecured Creditors)	2/1/2010 (Dkt. No. 519)	5/19/2009- 12/3/2009	\$1,146,561.50	\$1,146,561.50	\$43,283.84	\$43,283.84	\$231,822.35	\$1,189,845.34
Chanin Captial Partners (Financial Advisor to Official Committee of Unsecured Creditors)	2/1/2010 (Dkt. No. 518)	5/19/2009- 12/3/2009	\$946,451.63	\$946,451.63	\$7,277.61	\$7,277.61	\$306,776.06	\$953,729.24

SCHEDULE A(1)

INITIALS: \_\_\_\_ (JMP)

<sup>1</sup> Or as otherwise sought in the respective Application.